

**Hearing Date and Time: November 29, 2007 at 10:00 a.m.
Response Date and Time: November 21, 2007 at 4:00 p.m.**

PEPPER HAMILTON LLP

Francis J. Lawall
Anne Marie Aaronson (AA1679)
3000 Two Logan Square
18th and Arch Streets
Philadelphia, PA 19103
(215) 981-4000

Attorneys for Capro Ltd

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|------------------------------------|---|--------------------------|
| In re |) | |
| |) | Chapter 11 |
| DELPHI CORPORATION, et al., |) | |
| |) | Case Nos. 05-44481 (RDD) |
| Debtors. |) | |
| |) | Jointly Administered |
| |) | |

**RESPONSE OF CAPRO LTD TO DEBTORS'
TWENTY-SECOND OMNIBUS CLAIMS OBJECTION**

Capro Ltd (“CAPRO”), by and through its undersigned counsel, responds to the Debtors’ Twenty-Second Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr.P. 3007 to Certain (A) Duplicate or Amended Claims, (B) Equity Claims, (C) Insufficiently Documented Claims, and (D) Claims Not Reflected On Debtors’ Books and Records, (E) Untimely Claims, and (F) Claims Subject To Modification, Tax Claims Subject To Modification, and Modified Claims Asserting Reclamation, Claims Subject To Modification That Are Subject To Prior Orders, And Modified Claims Asserting Reclamation That Are Subject To Prior Orders (the “Objection”). With respect to CAPRO’s claim, the claim is designated in Exhibit F-3 of the Objection as a Modified Claim Asserting Reclamation. In the Objection, the Debtors seek to modify CAPRO’s claim from the filed amount of \$874,448.21 (which amount includes a secured portion in the amount of \$299,723.41 and an unsecured

portion in the amount of \$574,724.80) to a modified claim in the total amount of \$841,095.73 (which amount includes a secured portion in the amount of \$57,003.23 and an unsecured portion in the amount of \$784,092.50). In support of the full amount of its claim, CAPRO states as follows:

1. The Debtors commenced these Chapter 11 cases on October 8, 2005 (the "Petition Date").
2. Prior to the Petition Date, CAPRO sold and delivered goods (the "Goods") on credit to the Debtors. The indebtedness owed by the Debtors for the Goods as of the Petition Date was \$874,448.21, including goods in the total amount of \$299,723.41 as to which CAPRO timely served a notice of reclamation and which amount is subject to a state law vendor's lien (the "Indebtedness").
3. On or about January 30, 2006, CAPRO filed a timely proof of claim, designated as Claim No. 1704, asserting a claim in the total amount of the Indebtedness. Due to the number of invoices that remained un paid as of the Petition Date, attached to the proof of claim was a spreadsheet setting forth a list of all unpaid invoices.

ARGUMENT

4. A proof of claim executed and filed according to the requirements of Bankruptcy Rule 3001(f) constitutes *prima facie* evidence of the validity and amount of the claim. Fed.R.Bankr.P. 3001(f). "The interposition of an objection does not deprive the proof of claim of presumptive validity unless the objection is supported by *substantial evidence*." In re Hemingway Transport, Inc., 993 F.2d 915, 925 (1st Cir.1993).

5. Rule 3001(a) requires that the proof of claim be a written statement setting forth a creditor's claim, in a form substantially conforming to the appropriate Official Form. Rule 3001(c) requires that a claim based on a writing include a copy of the writing thereto.

6. Claim No. 1704 substantially conforms to the Official Form, is signed by a representative of CAPRO, and sets forth the exact dollar amount owed as of the Petition Date. A spreadsheet listing all invoices upon which the claim is based are attached thereto.

7. Having satisfied the requirements of Bankruptcy Rule 3001, Claim No. 1704 constitutes *prima facie* evidence of the validity and amount of the claim.

8. The Debtors have provided no evidence, let alone substantial evidence, to support the Objection; therefore, the Objection should be overruled and CAPRO's claim should be allowed as filed.

9. Any reply by the Debtors to this Response should be delivered to the undersigned counsel for CAPRO. The following person has ultimate authority to reconcile, settle or otherwise resolve Claim No. 1704 on behalf of CAPRO:

Anne Marie Aaronson
3000 Two Logan Square
18th and Arch Streets
Philadelphia, PA 19103
(215) 981-4000

WHEREFORE, Capro Ltd respectfully requests that the Court overrule the
Objection and grant all other proper relief.

PEPPER HAMILTON LLP

/s/ Anne Marie Aaronson

Francis J. Lawall
Anne Marie Aaronson (AA1679)
3000 Two Logan Square
18th and Arch Streets
Philadelphia, PA 19103
(215) 981-4000
Attorneys for Capro Ltd

Hearing Date and Time: November 29, 2007 at 10:00 a.m.
Response Date and Time: November 21, 2007 at 4:00 p.m.

PEPPER HAMILTON LLP
Anne Marie Aaronson (AA1679)
3000 Two Logan Square
18th and Arch Streets
Philadelphia, PA 19103
(215) 981-4000

Attorneys for Capro Ltd.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|------------------------------------|---|--------------------------|
| In re |) | |
| |) | Chapter 11 |
| DELPHI CORPORATION, et al., |) | |
| |) | Case Nos. 05-44481 (RDD) |
| Debtors. |) | |
| |) | Jointly Administered |
| |) | |

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on November 20, 2007, copies of the Response of Capro Ltd. To Debtors' Twenty-Second Omnibus Claims Objection were served on the following individuals in the manner specified.

Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
Attn: General Counsel
(Via Overnight Courier)

Skadden, Arps, Slate, Meagher
& Flom LLP
333 West Wacker Drive
Suite 2100
Chicago, IL 60606
Attn: John Wm. Butler, Jr.
John K. Lyons
Joseph N. Wharton
(Via Overnight Courier)

PEPPER HAMILTON LLP

/s/ Anne Marie Aaronson
Anne Marie Aaronson (AA1679)
3000 Two Logan Square
18th and Arch Streets
Philadelphia, PA 19103
(215) 981-4000
Attorneys for Capro Ltd.

Dated: November 20, 2007